

FORM B1	Document Page 1 of 8 UNITED STATES BANKRUPTCY COURT Western District of Missouri	VOLUNTARY PETITION																																															
Name of Debtor (if individual, enter Last, First, Middle): Houlihan's Restaurants, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																																															
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Houlihan's, Darryl's, J. Gilbert's, Bristol, Chequers, Devon Braxton, and Houlihan's Restaurant Group		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																																															
Soc. Sec/Tax I.D. No. (if more than one, state all): 43-1618489		Soc. Sec/Tax I.D. No. (if more than one, state all):																																															
Street Address of Debtor (No. and Street, City, State, and Zip Code): Two Emanuel Cleaver II Boulevard Kansas City, MO 64112		Street Address of Joint Debtor (No. and Street, City, State, and Zip Code):																																															
County of Residence or of the Principal Place of Business: Jackson		County of Residence or of the Principal Place of Business:																																															
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																																															
Location of Principal Assets of Business Debtor (if different from address listed above): 17 states																																																	
INFORMATION REGARDING THE DEBTOR (Check the Applicable Boxes)																																																	
<p>Venue (Check any applicable box)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p>																																																	
<p>Type of Debtor (Check all boxes that apply)</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____</p>		<p>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding</p>																																															
<p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business</p>		<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing fee to be paid in installments. (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>																																															
<p>Chapter 11 Small Business (Check all boxes that apply)</p> <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)</p>																																																	
<p>Statistical/Administrative Information (Estimates only)</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p> <table border="0" data-bbox="83 1706 1109 1769"> <tr> <td data-bbox="83 1706 408 1769">Estimated Number of Creditors</td> <td data-bbox="465 1706 530 1769">1-15</td> <td data-bbox="579 1706 644 1769">16-49</td> <td data-bbox="693 1706 758 1769">50-99</td> <td data-bbox="791 1706 856 1769">100-199</td> <td data-bbox="889 1706 954 1769">200-999</td> <td data-bbox="987 1706 1109 1769">1000-over</td> </tr> <tr> <td></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table> <p>Estimated Assets</p> <table border="0" data-bbox="83 1812 1175 1917"> <tr> <td data-bbox="83 1812 163 1917">\$0 to <input type="checkbox"/></td> <td data-bbox="179 1812 261 1917">\$50,001 to <input type="checkbox"/></td> <td data-bbox="277 1812 359 1917">\$100,001 to <input type="checkbox"/></td> <td data-bbox="375 1812 456 1917">\$500,001 to <input type="checkbox"/></td> <td data-bbox="473 1812 554 1917">\$1,000,001 to <input type="checkbox"/></td> <td data-bbox="571 1812 652 1917">\$10,000,001 to <input type="checkbox"/></td> <td data-bbox="669 1812 750 1917">\$50,000,001 to <input type="checkbox"/></td> <td data-bbox="767 1812 848 1917">More than <input checked="" type="checkbox"/></td> </tr> <tr> <td>\$50,000</td> <td>\$100,000</td> <td>\$500,000</td> <td>\$1 million</td> <td>\$10 million</td> <td>\$50 million</td> <td>\$100 million</td> <td>\$100 million</td> </tr> </table> <p>Estimated Debts</p> <table border="0" data-bbox="83 1959 1158 2000"> <tr> <td data-bbox="83 1959 163 2000">\$0 to <input type="checkbox"/></td> <td data-bbox="179 1959 261 2000">\$50,001 to <input type="checkbox"/></td> <td data-bbox="277 1959 359 2000">\$100,001 to <input type="checkbox"/></td> <td data-bbox="375 1959 456 2000">\$500,001 to <input type="checkbox"/></td> <td data-bbox="473 1959 554 2000">\$1,000,001 to <input type="checkbox"/></td> <td data-bbox="571 1959 652 2000">\$10,000,001 to <input type="checkbox"/></td> <td data-bbox="669 1959 750 2000">\$50,000,001 to <input type="checkbox"/></td> <td data-bbox="767 1959 848 2000">More than <input type="checkbox"/></td> </tr> <tr> <td>\$50,000</td> <td>\$100,000</td> <td>\$500,000</td> <td>\$1 million</td> <td>\$10 million</td> <td>\$50 million</td> <td>\$100 million</td> <td>\$100 million</td> </tr> </table>			Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0 to <input type="checkbox"/>	\$50,001 to <input type="checkbox"/>	\$100,001 to <input type="checkbox"/>	\$500,001 to <input type="checkbox"/>	\$1,000,001 to <input type="checkbox"/>	\$10,000,001 to <input type="checkbox"/>	\$50,000,001 to <input type="checkbox"/>	More than <input checked="" type="checkbox"/>	\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million	\$0 to <input type="checkbox"/>	\$50,001 to <input type="checkbox"/>	\$100,001 to <input type="checkbox"/>	\$500,001 to <input type="checkbox"/>	\$1,000,001 to <input type="checkbox"/>	\$10,000,001 to <input type="checkbox"/>	\$50,000,001 to <input type="checkbox"/>	More than <input type="checkbox"/>	\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million	This Space For Court Use Only				
Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over																																											
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																																											
\$0 to <input type="checkbox"/>	\$50,001 to <input type="checkbox"/>	\$100,001 to <input type="checkbox"/>	\$500,001 to <input type="checkbox"/>	\$1,000,001 to <input type="checkbox"/>	\$10,000,001 to <input type="checkbox"/>	\$50,000,001 to <input type="checkbox"/>	More than <input checked="" type="checkbox"/>																																										
\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million																																										
\$0 to <input type="checkbox"/>	\$50,001 to <input type="checkbox"/>	\$100,001 to <input type="checkbox"/>	\$500,001 to <input type="checkbox"/>	\$1,000,001 to <input type="checkbox"/>	\$10,000,001 to <input type="checkbox"/>	\$50,000,001 to <input type="checkbox"/>	More than <input type="checkbox"/>																																										
\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million	\$100 million																																										

\$50,000	\$100,000	\$500,000	\$1 million	\$10 million	\$50 million	\$100 million
<input type="checkbox"/>	<input checked="" type="checkbox"/>					

VOLUNTARY PETITION (This page must be completed and filed in every case)		Name of Debtor(s): Houlihan's Restaurants, Inc.	FORM B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of the Debtor (If more than one, attach additional sheet)			
Name of Debtor: See attached Schedule 1		Case Number:	Date Filed:
District:		Relationship:	Judge:
SIGNATURES			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Signature of Debtor (Corporation or Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.	
X _____ Signature of Debtor		X _____ /s/ Robert M. Hartnett Signature of Authorized Individual	
X _____ Signature of Joint Debtor		Robert M. Hartnett Printed Name of Authorized Individual	
_____ Telephone Number (If not represented by attorney)		Chief Executive Officer Title of Authorized Individual	
_____ Date		January 23, 2002 Date	
Signature of Attorney X _____ /s/ Laurence M. Frazen Signature of Attorney for Debtor(s)		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in U.S.C. §110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.	
Laurence M. Frazen Printed Name of Attorney for Debtor(s)		_____ Printed or Typed Name of Bankruptcy Petition Preparer	
Bryan Cave LLP Firm Name		_____ Social Security Number	
3500 One Kansas City Place, 1200 Main Street Address		_____ Address	
Kansas City, Missouri 64105		_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.	
(816) 374-3200 Telephone Number			
January 23, 2002 Date			
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)		If more than one person prepared this document, attach additional signed sheets conforming to the appropriate official form for each person.	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Bankruptcy Petition Preparer	
Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts)		_____ Date	
I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines	

Signature of Attorney for Debtor(s)

Date

Document

Page 4 of 8

Schedule 1
to
Voluntary Petition
of
Houlihan's Restaurants, Inc.

Pending Cases filed by Affiliates of Debtor

Name of Debtor	Case Number	Date Filed	District	Relationship	Judge
Houlihan's/California, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Houlihan's/San Francisco, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Houlihan's/Milwaukee, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Houlihan's of Chesterfield, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Houlihan's of Farmingdale, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Houlihan's of Union Station, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Darryl's of Kissimmee, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Darryl's of Overland Park, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Darryl's of St. Louis County, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Red Steer, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown
Sam Wilson's/Kansas, Inc.	Unknown	1/23/02	Western District of Missouri	Subsidiary	Unknown

**CERTIFICATE OF SECRETARY
OF
HOULIHAN'S RESTAURANTS, INC.**

The undersigned, Paul A. Strasen, hereby certifies that:

- (A) he is the duly elected, qualified and acting Secretary of **Houlihan's Restaurants, Inc.**, a Delaware corporation, and as such is familiar with the books and records of said corporation;
- (B) attached hereto as Exhibit A is a true and correct copy of a resolution adopted by the Board of Directors of said corporation as of January 22, 2002; and
- (C) such resolution has not been amended or revoked and remains in full force and effect.

IN WITNESS WHEREOF the undersigned has executed this certificate this 22nd day of January, 2002.

By: _____ /s/ Paul A. Strasen
Paul A. Strasen, Secretary

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
HOULIHAN'S RESTAURANTS, INC.**

The undersigned, being the sole member of the Board of Directors of Houlihan's Restaurants, Inc., a Delaware corporation (the "Corporation"), does hereby consent to the adoption of, and does hereby adopt, the following resolutions:

WHEREAS, the Board of Directors of the Corporation deems it desirable and in the best interest of the Corporation to file a bankruptcy petition under Chapter 11 of the United States Bankruptcy Code.

THEREFORE, BE IT RESOLVED that the Corporation's officers are hereby authorized and directed to take all actions deemed necessary to execute the bankruptcy filing and any other agreements or instruments contemplated in connection with such filing.

FURTHER RESOLVED, that the appropriate officers of the Corporation be and each hereby is authorized, in the name and on behalf of the Corporation to make or cause to be made all necessary filings, to seek or cause to be sought all consents and to take or cause to be taken any and all actions as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the foregoing resolutions, including without limitation, payment of all fees and expenses and execution and delivery of all such agreements, deeds, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the bankruptcy filing and the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, that all actions which have heretofore been taken and all documents heretofore prepared, executed and/or delivered by the officers or directors of the Corporation with respect to the bankruptcy filing be and they hereby are ratified, confirmed and approved as the act and deed of the Corporation.

Dated: January 22, 2002

/s/ Robert M. Hartnett

Robert M. Hartnett

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI
AT KANSAS CITY**

In Re:) **In Proceedings Under Chapter 11**
HOULIHAN'S RESTAURANTS, INC.)
Debtor.)
Case No. _____

DESIGNATION OF AGENT

Houlihan's Restaurants, Inc., hereby designates its attorney, whose signature, name, address, Missouri Bar number, telephone and facsimile numbers are set forth below, as its agent to receive service of process and service of all pleadings in all proceedings, including adversary actions and contested matters, pursuant to Fed. R. Bankr. P. 7004(b)(8), in this Court arising in this case. This designation shall expire the 60th day after the latest of the following dates which may be applicable in this case: entry of Discharge of Debtor, the last date permitted for filing complaints objecting to discharge under 11 U.S.C. § 727 or dischargeability of debts under 11 U.S.C. § 523, or the date an order of confirmation of a Chapter 11 plan is entered.

Dated: January 23, 2002.

HOULIHAN'S RESTAURANTS, INC.

By: /s/ Robert M. Hartnett
Robert M. Hartnett, Chief Executive Officer

/s/ Laurence M. Frazen
Laurence M. Frazen MO #31309
Cynthia Dillard Parres MO #37826
BRYAN CAVE LLP
1200 Main Street, Suite 3500
Kansas City, Missouri 64105
Telephone: (816) 374-3200

Facsimile: (816) 374-3300
Attorneys for Debtor and Debtor in Possession